

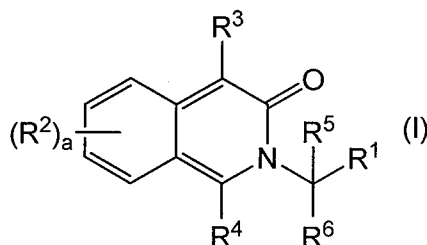
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1.-39. (Cancelled)

40. (Currently Amended) A method of treating ~~a pre-existing cancer, inflammation or~~ a hyperproliferative disorder associated with SGK activity in a mammal, which method comprises administering to the mammal in need thereof a therapeutically effective amount of a compound of formula (I):



wherein:

a is 0 to 4;

R¹ is carbocyclyl or heterocyclyl;

each R² is selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R³ and R⁴ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R⁵ and R⁶ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, cycloalkyl, cycloalkenyl and heterocyclalkyl; each R⁷ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl; each R⁸ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl; and
R⁹ is a bond or a straight or branched alkylene or alkenylene chain;
as a single stereoisomer, a mixture of stereoisomers, or as a racemic mixture of stereoisomers;
or as a solvate or polymorph; or as a pharmaceutically acceptable salt thereof.

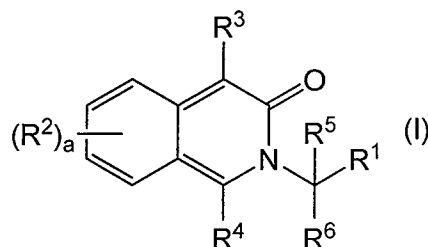
41. (Cancelled)

42. (Currently amended) The method according to Claim 40 wherein the hyperproliferative disorder ~~cancer or inflammation~~ is associated with hyperproliferation or cell survival.

43. (Currently amended) The method according to Claim 40 wherein the hyperproliferative disease, ~~cancer or inflammation~~ is associated with the activity of SGK disorder is selected from inflammation or cancer.

44. (Cancelled)

45. (Currently Amended) A method of treating a mammal having a pre-existing disorder or a pre-existing condition associated with hyperproliferation and cell survival, wherein said method comprises administering to the mammal ~~having the disorder or condition~~ a therapeutically effective amount of a compound of formula (I):



wherein:

a is 0 to 4;

R¹ is carbocyclyl or heterocyclyl;

each R² is selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R³ and R⁴ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R⁵ and R⁶ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, cycloalkyl, cycloalkenyl and heterocyclylalkyl;

each R⁷ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl;

each R⁸ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl; and

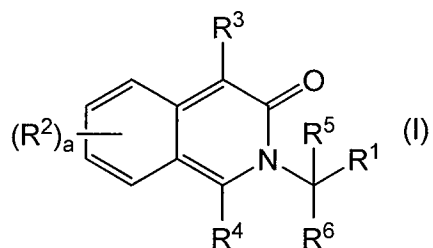
R⁹ is a bond or a straight or branched alkylene or alkenylene chain;

as a single stereoisomer, a mixture of stereoisomers, or as a racemic mixture of stereoisomers;

or as a solvate or polymorph; or as a pharmaceutically acceptable salt thereof, wherein the compound of formula (I) is capable of inhibiting the activity of SGK activity within the mammal.

46. (Previously Presented) The method according to Claim 40 or Claim 45 wherein the mammal is a human.

47. (Currently Amended) A method of treating inhibiting SGK activity within a mammalian cell, wherein the method comprises administering to the cell with a compound of formula (I):



wherein:

a is 0 to 4;

R¹ is carbocyclyl or heterocyclyl;

each R² is selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R³ and R⁴ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R⁵ and R⁶ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, cycloalkyl, cycloalkenyl and heterocyclylalkyl;

each R⁷ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl;

each R⁸ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl;
and

R⁹ is a bond or a straight or branched alkylene or alkenylene chain;

as a single stereoisomer, a mixture of stereoisomers, or as a racemic mixture of stereoisomers;
or as a solvate or polymorph; or as a pharmaceutically acceptable salt thereof, wherein the method comprises administering the compound of formula (I) to a mammalian cell and the compound of formula (I) is capable of inhibiting the activity of SGK within the mammalian cell.

48. (Withdrawn) The method of Claim 47 wherein the mammalian cell is treated in vitro.
49. (Original) The method of Claim 47 wherein the mammalian cell is treated in vivo.
50. (Withdrawn) The method of Claim 47 wherein the inhibition of activity results in a reduction of cell survival.
51. (Withdrawn) The method of Claim 47 wherein the inhibition of activity results in a reduction of cell division.
52. (Withdrawn) The method of Claim 47, wherein the inhibition of activity results in apoptosis.
53. (Withdrawn) The method of Claim 47, wherein the inhibition of activity results in control of tumour growth.
54. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~ Claim 40 wherein R^1 is carbocyclyl.
55. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~ Claim 40 wherein R^1 is aryl.
56. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~ Claim 40 wherein R^1 is cycloalkyl.
57. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~ Claim 40 wherein R^1 is heterocyclyl.
58. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~ Claim 40 wherein at least one R^2 is hydrogen, alkyl, alkenyl, cycloalkyl, cycloalkylalkyl or cycloalkylalkenyl.

59. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein at least one R^2 is aryl, aralkyl or aralkenyl.

60. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein at least one R^2 is halo, haloalkyl or haloalkenyl.

61. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein at least one R^2 is nitro, cyano, $-N(R^7)_2$, $-N(R^7)C(O)OR^8$, $-N(R^7)C(O)R^7$ or
 $-R^9-N=N-O-R^8$.

62. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein at least one R^2 is heterocyclyl or heterocyclylalkyl.

63. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein at least one R^2 is $-C(O)OR^7$ or $-C(O)N(R^7)_2$.

64. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein at least one R^2 is $-OR^7$, $-S(O)_pR^7$ (where p is 0 to 2), or $-S(O)_pN(R^7)_2$ (where p
is 0 to 2).

65. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein R^3 is hydrogen, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, cycloalkyl,
cycloalkylalkyl or cycloalkylalkenyl.

66. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein R^3 is aryl, aralkyl or aralkenyl.

67. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein R^3 is nitro, cyano, $-N(R^7)_2$, $-N(R^7)C(O)OR^8$, $-N(R^7)C(O)R^7$ or $-R^9-N=N-O-R^8$.

68. (Currently Amended) The method ~~or pharmaceutical composition of Claim 1 or~~
Claim 40 wherein R^3 is heterocyclyl or heterocyclylalkyl.

69. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^3 is $-C(O)OR^7$ or $-C(O)N(R^7)_2$.

70. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^3 is $-OR^7$, $-S(O)_pR^7$ (where p is 0 to 2) or $-S(O)_pN(R^7)_2$ (where p is 0 to 2).

71. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^4 is hydrogen, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, cycloalkyl, cycloalkylalkyl or cycloalkylalkenyl.

72. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^4 is aryl, aralkyl or aralkenyl.

73. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^4 is nitro, cyano, $-N(R^7)_2$, $-N(R^7)C(O)OR^8$, $-N(R^7)C(O)R^7$ or $-R^9-N=N-O-R^8$.

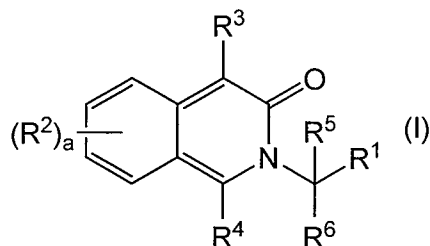
74. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^4 is heterocyclyl or heterocyclylalkyl.

75. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^4 is $-C(O)OR^7$ or $-C(O)N(R^7)_2$.

76. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^4 is $-OR^7$, $-S(O)_pR^7$ (where p is 0 to 2) or $-S(O)_pN(R^7)_2$ (where p is 0 to 2).

77. (Currently Amended) The method or pharmaceutical composition of Claim 1 or Claim 40 wherein R^5 and R^6 are each independently selected from the group consisting of hydrogen, alkyl or haloalkyl.

78. (New) A method of treating pre-existing inflammation or pre-existing angiogenesis in a mammal, wherein the inflammation and the angiogenesis is associated with SGK activity and wherein the method comprises administering to the mammal in need thereof a therapeutically effective amount of a compound of formula (I):



wherein:

a is 0 to 4;

R¹ is carbocyclyl or heterocyclyl;

each R² is selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R³ and R⁴ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, halo, haloalkyl, haloalkenyl, nitro, cyano, cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, heterocyclyl, heterocyclylalkyl, -OR⁷, -C(O)OR⁷, -C(O)N(R⁷)₂, -N(R⁷)₂, -N(R⁷)C(O)N(R⁷)₂, -N(R⁷)C(O)OR⁸, -N(R⁷)C(O)R⁷, -R⁹-N=N-O-R⁸, -S(O)_pR⁷ (where p is 0 to 2), and -S(O)_pN(R⁷)₂ (where p is 0 to 2);

R⁵ and R⁶ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, cycloalkyl, cycloalkenyl and heterocyclylalkyl; each R⁷ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl;

each R⁸ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, haloalkyl, haloalkenyl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl and cycloalkylalkenyl; and

R⁹ is a bond or a straight or branched alkylene or alkenylene chain;

as a single stereoisomer, a mixture of stereoisomers, or as a racemic mixture of stereoisomers;

or as a solvate or polymorph; or as a pharmaceutically acceptable salt thereof;

wherein the compound of formula (I) is capable of inhibiting SGK activity.

79. (New) The method of Claim 78 wherein the pre-existing inflammation or pre-existing angiogenesis is associated with cell hyperproliferation or cell survival.

80. (New) The method of Claim 78 wherein the inhibition of SGK activity results in reduction of cell survival.

81. (New) The method of Claim 78 wherein the inhibition of SGK activity results in a reduction of cell division.

82. (New) The method of Claim 78 wherein the inhibition of SGK activity results in apoptosis.

83. (New) The method of Claim 78 wherein R^1 is carbocyclyl.

84. (New) The method of Claim 78 wherein R^1 is aryl.

85. (New) The method of Claim 78 wherein at least one R^2 is $-OR^7$, $-S(O)_pR^7$ (where p is 0 to 2), or $-S(O)_pN(R^7)_2$ (where p is 0 to 2).

86. (New) The method of Claim 78 wherein R^3 is hydrogen, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, cycloalkyl, cycloalkylalkyl or cycloalkylalkenyl.

87. (New) The method of Claim 78 wherein R^4 is hydrogen, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, cycloalkyl, cycloalkylalkyl or cycloalkylalkenyl.

88. (New) The method of Claim 78 wherein R^5 and R^6 are each independently selected from the group consisting of hydrogen, alkyl or haloalkyl.